

**THIRD AMENDMENT TO SPORTS ARENA AGREEMENT, LEASE AND EASEMENT AND
TERMINATION OF AGREEMENT AND LEASE FOR PARCEL ADJACENT TO ARENA**

This THIRD AMENDMENT TO SPORTS ARENA AGREEMENT, LEASE AND EASEMENT AND TERMINATION OF AGREEMENT AND LEASE FOR PARCEL ADJACENT TO ARENA (this “Third Amendment”) is made and executed as of this _____ day of _____, 2015, by and between SIXTH DISTRICT AGRICULTURAL ASSOCIATION, an institution of the State of California (hereinafter, “District”) also known as the California Science Center pursuant to §4101 of the California Food and Agricultural Code, and the LOS ANGELES MEMORIAL COLISEUM COMMISSION, a public joint powers entity (hereinafter, “Commission”).

Recitals

District, as lessor, and Commission, as lessee, are parties to (a) that certain Sports Arena Agreement, Lease and Easement dated January 3, 1956, as amended by that certain Amendment to Sports Arena Agreement, Lease and Easement dated February 13, 2008 and by that certain amendment to Sports Arena Agreement, Lease and Easement dated as of December 20, 2013 (as so amended, the “Sports Arena Lease”), and (b) that certain Agreement and Lease for Parcel Adjacent to Arena dated January 3, 1956 (the “Adjacent Parcel Lease” and, together with the Sports Arena Lease, the “Leases”). The Sports Arena Lease demises to Commission the site on which is located the Los Angeles Memorial Sports Arena (the “Sports Arena”), more particularly described on Exhibit A-1 attached hereto (the “Sports Arena Site”), for a term extending through December 31, 2054. The Adjacent Parcel Lease demises to Commission a parcel adjacent to the Sports Arena Site, more particularly described on Exhibit A-2 attached hereto (the “Adjacent Parcel”), for an indefinite period, on which Adjacent Parcel are located facilities appurtenant to the Sports Arena and the Sports Arena Site. As the Sports Arena Site and the Adjacent Parcel have been occupied and used by Commission and its subtenant as a unified site since the inception of the Leases, Commission desires, and District has agreed, to amend the Sports Arena Lease to demise both the Sports Arena Site and the Adjacent Parcel to Commission and to terminate the Adjacent Parcel Lease. In connection with the anticipated redevelopment of the Sports Arena Site and the Adjacent Parcel, Commission desires, and District has agreed, to also lease under the Sports Arena Lease that certain parcel of land known as “Lot P” and more particularly described on Exhibit A-3 attached hereto.

NOW, THEREFORE, District and Commission agree as follows:

Agreement

1. Amendment to Sports Arena Lease. Exhibit A to the Sports Arena Lease is deleted hereby and replaced with Exhibit B to this Third Amendment (which combines the areas described in Exhibits A-1 through A-3).

2. Termination of Adjacent Parcel Lease. The Adjacent Parcel Lease is terminated hereby and, from and after the date of this Third Amendment, shall be of no further force or effect and neither District nor Commission shall have any further obligations or liabilities thereunder.

3. Use of Premises. The last paragraph of Article 3 of the Sports Arena Lease is amended and restated hereby to read as follows:

“Lessee may grant concession privileges for the vending and sale of liquids, alcoholic beverages and edibles, programs, cushions and similar articles, or for the renting of any of said articles.”

4. Miscellaneous.

(a) This Third Amendment shall be governed by, and shall be construed in accordance with, the laws of the State of California.

(b) This Third Amendment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Facsimile or .pdf or other electronic or electronically transmitted signatures to this Third Amendment shall be effective as originals.

(c) If any provision of this Third Amendment shall be unenforceable or invalid, the same shall not affect the remaining provisions of this Third Amendment and to this end the provisions of this Third Amendment are intended to be and are severable.

(d) This Third Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, successors and assigns.

(e) Except as expressly changed or modified by this Third Amendment, all other terms and conditions of the Sports Arena Lease, and the terms, provisions and conditions of the Sports Arena Lease shall remain in full force and effect.

[signature page follows]

IN WITNESS WHEREOF, District and Commission have caused this Third Amendment to Sports Arena Agreement, Lease and Easement and Termination of Agreement and Lease for Parcel Adjacent to Arena to be executed by their duly authorized officers as of the day and year first above written.

LOS ANGELES MEMORIAL
COLISEUM COMMISSION

SIXTH DISTRICT AGRICULTURAL
ASSOCIATION, an Institution of the State of
California

By: _____
Mark Ridley-Thomas
President

By: _____
Name: _____
Title: _____

APPROVED AS TO FORM:

APPROVED:

CALIFORNIA NATURAL RESOURCES
AGENCY, an agency of the State of California

By: _____

Commission Legal Counsel

By: _____
Name: _____
Title: _____

APPROVED AS TO FORM:

APPROVED:

DEPARTMENT OF GENERAL SERVICES,
a department of the State of California

By: _____
Munger, Tolles & Olson LLP

By: _____
Name: _____
Title: _____

APPROVED AS TO FORM

Department of General Services, Office of Legal
Services

By: _____
Name: _____
Title: _____

Exhibit A-1

Legal Description of the Sports Arena Site

EXHIBIT A-1

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF LOS ANGELES, IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

THAT PORTION OF SOUTHERN DISTRICT AGRICULTURAL PARK AND ADJOINING LOTS, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON MAP RECORDED IN BOOK 4, PAGE 352 OF MISCELLANEOUS RECORDS, BOOK 4, PAGE 352, OF MISCELLANEOUS RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, BOUNDED BY THE FOLLOWING DESCRIBED LINES:

COMMENCING AT THE INTERSECTION OF THE WESTERLY LINE OF FIGUEROA STREET, 100 FEET WIDE, WITH THE NORTHERLY LINE OF TRACT NO. 4719, AS SHOWN ON MAP RECORDED IN BOOK 52, PAGE 48, OF MAPS, IN THE OFFICE OF SAID RECORDER; THENCE ALONG SAID WESTERLY LINE, NORTH $00^{\circ} 07' 55''$ WEST 40.60 FEET TO THE TRUE POINT OF BEGINNING; THENCE ALONG SAID WESTERLY LINE, NORTH $00^{\circ} 07' 55''$ WEST 640.76 FEET; THENCE SOUTH $89^{\circ} 53' 05''$ WEST 726.00 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE SOUTHEAST, HAVING A RADIUS OF 51.05 FEET; THENCE SOUTHWESTERLY ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF $71^{\circ} 20' 46''$, A DISTANCE OF 63.57 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 559 FEET; THENCE SOUTHWESTERLY ALONG SAID LAST MENTIONED CURVE, THROUGH A CENTRAL ANGLE OF $57^{\circ} 10' 50''$, A DISTANCE OF 557.88 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE TO THE SOUTHEAST, HAVING A RADIUS OF 164.91 FEET; THENCE SOUTHWESTERLY, ALONG SAID LAST MENTIONED CURVE, THROUGH A CENTRAL ANGLE OF $75^{\circ} 50' 49''$, A DISTANCE OF 218.30 FEET; THENCE TANGENT TO SAID CURVE, SOUTH $0^{\circ} 07' 40''$ EAST 59.64 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE TO THE NORTHEAST, HAVING A RADIUS OF 20 FEET, SAID CURVE BEING TANGENT AT ITS SOUTHEASTERLY TERMINUS, TO A LINE WHICH IS PARALLEL WITH THE NORTHERLY LINE OF SAID TRACT NO. 4719, AND PASSES THROUGH THE TRUE POINT OF BEGINNING; THENCE SOUTHEASTERLY, ALONG SAID CURVE, THROUGH A CENTRAL ANGLE OF $89^{\circ} 50' 35''$, A DISTANCE OF 31.36 FEET TO SAID PARALLEL LINE; THENCE ALONG SAID PARALLEL LINE, SOUTH $89^{\circ} 58' 15''$ EAST 1271.95 FEET TO THE TRUE POINT OF BEGINNING.

EXCEPT ALL THAT PORTION OF SAID LAND LYING WESTERLY OF A LINE PARALLEL WITH AND DISTANT WESTERLY 850 FEET, MEASURED AT RIGHT ANGLES, FROM THE WESTERLY LINE OF SAID FIGUEROA STREET.

ALSO EXCEPT ANY PORTION INCLUDED WITHIN LOT P OF SAID SOUTHERN DISTRICT AGRICULTURAL PARK AND ADJOINING LOTS.

Exhibit A-2

Legal Description of the Adjacent Parcel

EXHIBIT A-2

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF LOS ANGELES, IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

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EXCEPT ALL THAT PORTION OF SAID LAND LYING EASTERLY OF A LINE PARALLEL WITH AND DISTANT WESTERLY 850 FEET, MEASURED AT RIGHT ANGLES, FROM THE WESTERLY LINE OF SAID FIGUEROA STREET .

Exhibit A-3

Legal Description of Lot P

EXHIBIT A-3

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF LOS ANGELES, IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

LOT P OF SOUTHERN DISTRICT AGRICULTURAL PARK AND ADJOINING LOTS, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON MAP RECORDED IN BOOK 4, PAGE 352 OF MISCELLANEOUS RECORDS, BOOK 4, PAGE 352, OF MISCELLANEOUS RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT FROM SAID LOT P, THAT PORTION DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE WESTERLY LINE OF FIGUEROA STREET, 100 FEET WIDE, WITH THE NORTHERLY LINE OF TRACT NO. 4719, AS SHOWN ON MAP RECORDED IN BOOK 52, PAGE 48, OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE ALONG SAID WESTERLY LINE, N00°03'50"W 40.60 FEET; THENCE CONTINUING ALONG SAID WESTERLY LINE, N00°03'50"W 640.76 FEET TO THE TRUE POINT OF BEGINNING OF THIS EXCEPTION PARCEL; THENCE S89°57'10"W, 222.00 FEET TO THE WEST LINE OF SAID LOT P; THENCE N00°03'50"W, ALONG SAID WEST LINE, 43.16 FEET TO THE NORTHWEST CORNER OF SAID LOT P; THENCE S89°52'37"E, ALONG THE NORTH LINE OF SAID LOT P, 222.00 FEET TO THE NORTHWEST CORNER OF SAID LOT P, SAID POINT BEING ON THE WESTERLY LINE OF FIGUEROA STREET; THENCE S00°03'50"E, ALONG SAID WESTERLY LINE, 42.50 FEET TO THE TRUE POINT OF BEGINNING.

EXCEPT THEREFROM ALL OIL, GAS AND OTHER HYDROCARBON SUBSTANCES AND MINERALS LYING IN AND UNDER SAID LAND ABOVE DESCRIBED OR PRODUCED AND SAVED THEREFROM; AND FURTHER EXCEPTING THE SOLE AND EXCLUSIVE RIGHTS TO DRILL INTO, FROM AND THROUGH SAID LAND FOR, PRODUCING AND DEVELOPING OIL, GAS AND OTHER HYDROCARBON SUBSTANCES AND MINERALS BY MEANS OF SLANT DRILLING OPERATIONS CONDUCTED FROM SURFACE LOCATIONS OUTSIDE SAID LAND, INTO OR THROUGH SAID LAND, TO PRODUCING INTERVALS EITHER WITHIN OR BEYOND SAID LAND; ALL SUBJECT HOWEVER, WITHOUT HOWEVER THE RIGHT TO ENTER UPON THE SURFACE OF SAID LAND OR INTO THE UPPER 500 FEET THEREOF MEASURED VERTICALLY FROM SAID SURFACE, AS RESERVED BY THE CITY OF LOS ANGELES, A MUNICIPAL CORPORATION, IN GRANT DEED RECORDED JUNE 19, 2009 AS INSTRUMENT NO. 20090927601, OFFICIAL RECORDS.

Exhibit B

Legal Description of “the premises” under the Sports Arena Agreement

LEGAL DESCRIPTION

SPORTS ARENA

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF LOS ANGELES, IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

PARCEL 1:

THAT PORTION OF SOUTHERN DISTRICT AGRICULTURAL PARK AND ADJOINING LOTS, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON MAP RECORDED IN BOOK 4, PAGE 352 OF MISCELLANEOUS RECORDS, BOOK 4, PAGE 352, OF MISCELLANEOUS RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, BOUNDED BY THE FOLLOWING DESCRIBED LINES:

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EXCEPT ALL THAT PORTION OF SAID LAND LYING WESTERLY OF A LINE PARALLEL WITH AND DISTANT WESTERLY 850 FEET, MEASURED AT RIGHT ANGLES, FROM THE WESTERLY LINE OF SAID FIGUEROA STREET.

ALSO EXCEPT ANY PORTION INCLUDED WITHIN LOT P OF SAID SOUTHERN DISTRICT AGRICULTURAL PARK AND ADJOINING LOTS.

PARCEL 2:

THAT PORTION OF SOUTHERN DISTRICT AGRICULTURAL PARK AND ADJOINING LOTS, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON MAP RECORDED IN BOOK 4, PAGE 352 OF MISCELLANEOUS RECORDS, BOOK 4, PAGE 352, OF MISCELLANEOUS RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, BOUNDED BY THE FOLLOWING DESCRIBED LINES:

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PARCEL 3:

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THE NORTH LINE OF SAID LOT P, 222.00 FEET TO THE NORTHWEST CORNER OF SAID LOT P, SAID POINT BEING ON THE WESTERLY LINE OF FIGUEROA STREET; THENCE S00°03'50"E, ALONG SAID WESTERLY LINE, 42.50 FEET TO THE TRUE POINT OF BEGINNING.

EXCEPT THEREFROM ALL OIL, GAS AND OTHER HYDROCARBON SUBSTANCES AND MINERALS LYING IN AND UNDER SAID LAND ABOVE DESCRIBED OR PRODUCED AND SAVED THEREFROM; AND FURTHER EXCEPTING THE SOLE AND EXCLUSIVE RIGHTS TO DRILL INTO, FROM AND THROUGH SAID LAND FOR, PRODUCING AND DEVELOPING OIL, GAS AND OTHER HYDROCARBON SUBSTANCES AND MINERALS BY MEANS OF SLANT DRILLING OPERATIONS CONDUCTED FROM SURFACE LOCATIONS OUTSIDE SAID LAND, INTO OR THROUGH SAID LAND, TO PRODUCING INTERVALS EITHER WITHIN OR BEYOND SAID LAND; ALL SUBJECT HOWEVER, WITHOUT HOWEVER THE RIGHT TO ENTER UPON THE SURFACE OF SAID LAND OR INTO THE UPPER 500 FEET THEREOF MEASURED VERTICALLY FROM SAID SURFACE, AS RESERVED BY THE CITY OF LOS ANGELES, A MUNICIPAL CORPORATION, IN GRANT DEED RECORDED JUNE 19, 2009 AS INSTRUMENT NO. 20090927601, OFFICIAL RECORDS.

ALSO KNOWN AS:

THAT PORTION OF SOUTHERN DISTRICT AGRICULTURAL PARK AND ADJOINING LOTS, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON MAP RECORDED IN BOOK 4, PAGE 352 OF MISCELLANEOUS RECORDS, BOOK 4, PAGE 352, OF MISCELLANEOUS RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, BOUNDED BY THE FOLLOWING DESCRIBED LINES:

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THE BASIS OF BEARINGS FOR THE ABOVE DESCRIBED LAND IS BASED ON THE CALIFORNIA COORDINATES SYSTEM (CCS 83), ZONE 5, 1983 DATUM, DEFINED BY SECTIONS 8801 TO 8819 OF THE CALIFORNIA PUBLIC RESOURCES CODE..